

Form **BCA-2.10** | **ARTICLES OF INCORPORATION**

(Rev. Jan. 1999)

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
http://www.sos.state.il.us

This space for use by Secretary of State

**RECEIVED JAN 22 2001**

**OFFICIAL FILE**

C.C. DOCKET NO. \_\_\_\_\_

Exhibit No. \_\_\_\_\_

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date \_\_\_\_\_

Franchise Tax \$ \_\_\_\_\_

Filing Fee \$ \_\_\_\_\_

Approved: \_\_\_\_\_

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. CORPORATE NAME: DIGITAL TALK SERVICES

(The corporate name must contain the word "corporation", "company", "incorporated", "limited" or an abbreviation thereof.)

2. Initial Registered Agent:

LYNN  
First Name

BUNCH  
Middle Initial

BUNCH  
Last name

Initial Registered Office:

7962  
Number

S. KARLOV

CHICAGO  
City

IL

60652  
Street  
ZIP Code

COOK  
Suite #  
County

3. Purpose or purposes for which the corporation is organized:

(If not sufficient space to cover this point, add one or more sheets of this size.)

SHALL RESELL TELECOMMUNICATION SERVICES TO BUSINESS AND RESIDENTIAL CUSTOMERS. THESE SERVICES SHALL BE PRE-PAID, AND FOR RETAIL USE ONLY.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

| Class         | Par Value per Share | Number of Shares Authorized | Number of Shares Proposed to be Issued | Consideration to be Received Therefor |
|---------------|---------------------|-----------------------------|--|---------------------------------------|
| <u>Common</u> | <u>\$ 1.00</u>      | <u>100</u>                  | <u>100</u>                             | <u>\$ 100.00</u>                      |

**TOTAL = \$ 100.00**

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

(If not sufficient space to cover this point, add one or more sheets of this size.)

C.C. DOCKET NO. 00-0563  
Applicant Bunch  
Exhibit No. A  
Witness \_\_\_\_\_  
Date 2/7/01 Reporter \_\_\_\_\_ (over)

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: 1  
(b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

| Name                  | Residential Address     | City, State, ZIP |
|-----------------------|-------------------------|------------------|
| <u>RODERICK BROWN</u> | <u>14238 S Maryland</u> | <u>Dolton IL</u> |

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_  
(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_  
(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_  
(d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

7. **OPTIONAL: OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated JAN. 22, 2001  
(Month & Day) Year

1. Roderick Brown  
Signature  
RODERICK BROWN  
(Type or Print Name)

2. \_\_\_\_\_  
Signature  
(Type or Print Name)

3. \_\_\_\_\_  
Signature  
(Type or Print Name)

1. 14238 S. MARYLAND  
Street  
Dolton IL 60432  
City/Town State ZIP Code

2. \_\_\_\_\_  
Street  
City/Town State ZIP Code

3. \_\_\_\_\_  
Street  
City/Town State ZIP Code

(Signatures must be in **BLACKINK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

**FEE SCHEDULE**

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
  - The filing fee is \$75.
  - The **minimum total due** (franchise tax + filing fee) is **\$100**.  
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
  - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756  
Department of Business Services Telephone (217) 782-9522 or 782-9523

COMMUNITY 2-250710  
SERVICE CENTER

STREET - CHICAGO, IL 60602  
224

NO. 080956

DATE 7 2 83

ALL SERVICES CO.

400 TAYLOR ST. STATE

|         |     |
|---------|-----|
| DOLLARS | 100 |
| CENTS   | 00  |
| DOLLARS |     |

CASHED  
ONE & WATER  
FOR PAYMENT  
PUBLIC  
SERVICE  
SERVICE

125030

1-032740



## ILLINOIS COMMERCE COMMISSION

August 24, 2000

U-Talk Services, Inc.

00-0563

Application for a Certificate of Service Authority  
Resell of Telecommunications services within  
the State of Illinois.

Michael Bunch  
Vice President, Regulation Affairs  
U-Talk Services, Inc.  
601 S. LaSalle, Ste. 536A  
Chicago, IL 60605

Dear Sir/Madam:

Receipt is acknowledged of the Application filed August 24, 2000, in the above matter.

As requested we are returning the additional copy, which has been stamped with the date of filing.

Sincerely,

*Donna M. Caton*  
Donna M. Caton  
Chief Clerk

ly.